



CORPORATION SERVICE COMPANY

February 4, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
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RECORDATION NO. 21787-1 FILED

FEB 07 '05 11-26 AM

SURFACE TRANSPORTATION BOARD



RE: 141192-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 22, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **ALCOA INC.**  
Riverview Tower Knoxville, TN 37902

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **ALCOA INC.** covering 35 covered hopper cars with reporting marks and numbers -CEFX 15479 - GRPX 944594 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21787 dated November 17, 1998 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company

162-50004

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22 day of September, 2004, and effective as of October 1, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ALCOA INC., a Pennsylvania corporation, with an address at Riverview Tower, Knoxville, TN 37902 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the parties entered into that certain Master Railcar Lease (the "Lease") dated as of October 29, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on November 17, 1998 as Recordation Number 21787.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ALCOA INC.

By: Robert L. Uffelman  
Name: ROBERT UFFELMAN  
Title: MANAGER

## Schedule A

Number of Cars	Equipment Description
35	4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15479
2	CEFX	15483
3	CEFX	15490
4	CEFX	15494
5	CEFX	15497
6	CEFX	15500
7	CEFX	15504
8	CEFX	15511
9	CEFX	15522
10	CEFX	15544
11	CEFX	15551
12	CEFX	15552
13	CEFX	15554
14	CEFX	15563
15	CEFX	15564
16	CEFX	15566
17	CEFX	15567
18	CEFX	15574
19	CEFX	15578
20	CEFX	15579
21	CEFX	15586
22	CEFX	15593
23	CEFX	15619
24	CEFX	15621
25	CEFX	15628
26	CEFX	15632
27	GRPX	944001
28	GRPX	944055
29	GRPX	944165
30	GRPX	944196
31	GRPX	944208
32	GRPX	944254
33	GRPX	944334
34	GRPX	944451
35	GRPX	944594